



DAI-KHI

Specialty Chemicals

58th ANNUAL REPORT

2017-2018

DAHEJ PLANT



DAI-ICHI KARKARIA LIMITED

(CIN: L24100MH1960PLC011681)

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58th Annual General Meeting

Date & Time:

Wednesday, August 8, 2018 at 11.30 a.m.

Venue:

M. C. Ghia Hall,
Bhogilal Hargovindas Building,
4th Floor, 18/20 Kaikhushru Marg,
Kala Ghoda, Mumbai 400 001

Book Closure Date:

August 2, 2018 to August 8, 2018

BOARD OF DIRECTORS:

Mrs. S.F. Vakil Chairperson & Managing Director

Mr. A. H. Jehangir

Dr. A.M. Naik

Mr. K. D. Patel

Mr. K. M. Elavia

Chief Operating Officer:

Ms. Meher Vakil

Chief Financial Officer:

Mr. Nitin Nimkar

Company Secretary:

Mrs. Kavita Thadeshwar

Bankers:

Axis Bank Ltd.

HDFC Bank Ltd.

Bank of India

Statutory Auditors:

B S R & Co. LLP, Mumbai

Solicitors:

Bharucha & Partners

Registered Office:

Liberty Building,

Sir Vithaldas Thackersey Marg,

Mumbai - 400 020.

Tel: 2201 7130/2201 5895

email: investor@dai-ichiindia.com

website: www.dai-ichiindia.com

Works:

1. D-2/20, GIDC - II, Dahej, Vagra,
District Bharuch, Gujarat - 392130.

2. 105th Milestone, Mumbai-Pune Road,
P. O. Kasarwadi, Pune- 411034.

3. Kurkumbh Industrial Area, Plot No. D-13,
Village Kurkumbh, Tal. Daund, Dist. Pune.

Registrars and Transfer Agents:

Sharex Dynamic (India) Private Ltd.

Unit 1, Luthra Industrial Premises,

Andheri-Kurla Road, Safed Pool,

Andheri (E), Mumbai -400 072

Tel: 2851 5606/2851 5644

email: sharexindia@vsnl.com

website: www.sharexindia.com



NOTICE

NOTICE is hereby given that Fifty-Eighth Annual General Meeting of the Members of **DAI-ICHI KARKARIA LIMITED** (L24100MH1960PLC011681) will be held on Wednesday, August 8, 2018 at 11:30 a.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushru Dubash Marg, Kala Ghoda, Mumbai – 400 001 to transact the following business:

Ordinary Business

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of the Auditors thereon.
2. To declare a dividend for the year ended March 31, 2018.
3. To appoint a Director in place of Mr. A. H. Jehangir (DIN: 00001752), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business

4. To ratify remuneration payable to Mr. Sudhir Govind Jog, Cost Accountant, (Membership no. 5599) appointed as Cost Auditor of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration payable to Mr. Sudhir Govind Jog, Cost Accountant, (Membership no. 5599), appointed by the Board of Directors, to conduct the audit of the Cost records of the Company for the financial year ending March 31, 2018 and March 31, 2019 amounting to ₹ 1.20 Lakhs (Rupees One Lakh Twenty Thousand Only) and ₹ 1.40 Lakhs (Rupees One Lakh Forty Thousand Only) (plus applicable taxes and reimbursement of actual out of pocket expenses) respectively for the aforesaid financial years, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai – 400 020.

By Order of the Board
For Dai-ichi Karkaria Ltd.

Kavita Thadeshwar
Company Secretary

Place : Mumbai
Date : May 10, 2018

NOTES:

- 1) **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy of any other person or member. Proxies submitted on behalf of the Corporates, Societies etc., must be supported by an appropriate resolution/authority, as applicable. Proxy form is provided in the Annual Report.

- 2) Members/ proxies/ authorised representatives are requested to bring duly filled attendance slip sent herewith to attend the Meeting.
- 3) An Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of business to be transacted under item 4 above is annexed hereto.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from August 2, 2018 to August 8, 2018 (both days inclusive).

- 5) Dividend on Equity Shares, if declared and approved at the 58th Annual General Meeting, will be credited/ dispatched on or before August 22, 2018, to those shareholders whose names shall appear on Company's Register of Members as on Book Closure date.
- 6) The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. Members are therefore requested to update their NECS / Bank details with the Depositories / Registrar and Share Transfer Agent of the Company.
- 7) **Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, dividend for the financial year ended 31st March 2011 and thereafter which remains unclaimed for a period of seven years will be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government. The Shareholders who have not claimed or encashed their dividend warrants for the financial year ended 31st March 2011 and subsequent years are therefore requested to approach the Company / Registrar and Transfer Agent in writing with their details to facilitate payment.**

As per the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 17th July, 2017 (date of last Annual General Meeting) on the website of the Company (www.dai-ichiindia.com) as also on the website of the Ministry of Corporate Affairs www.iepf.gov.in.

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules 2017 notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more in the name of Investor Education and Protection Fund ("IEPF") Suspense Account. Adhering to various requirements set out in the Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded details of such members whose shares are transferred to IEPF Suspense Account on its website at www.dai-ichiindia.com.

The shares transferred to IEPF Suspense Account including all benefits accruing on such shares, if any, can be claimed by the members from IEPF Authority, after following the procedure prescribed under the Rules.

- 8) Members whose shareholding is in physical mode are requested to immediately notify any change in their addresses to M/s. Sharex Dynamic (India) Pvt. Ltd. at Unit – 1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072 and members whose shareholding is in electronic mode are requested to direct change of their address notification to their respective Depository Participants.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participants with whom they maintained their demat accounts. Members holding shares in physical form should submit their PAN to M/s. Sharex Dynamic (India) Pvt. Ltd.

- 9) The Shareholders desiring any information as regards Financial Statements are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
- 10) Members/proxies are requested to bring duly filled Attendance slips and their copies of annual report along with them as copies of the Report will not be distributed at the meeting.
- 11) In support of "Green Initiative in Corporate Governance" announced by the Government of India and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, Copy of Annual Report alongwith Notice, indicating the process and manner of remote e – voting are being sent by email to those Members whose email addresses have being available to the Depository Participants unless the Member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report alongwith Notice will be sent in the permitted mode.

The Company hereby requests the Members holding shares in electronic mode to update their email address with their Depository Participant(s). Members holding shares in physical mode are requested to update their email address by writing to the Registrar of the Company.

- 12) **SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**



13) All documents referred to in the Notice & Explanatory Statement are open for inspection to the members at the Registered Office of the Company between 11 a.m. to 1 p.m. on all working days, except Saturday till the date of this Annual General Meeting.

14) **Voting through Electronic means:** In compliance with the provisions of Section 108 of the Companies Act, 2013, (the Act), Rule 20 of the Companies (Management & Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their voting rights at the 58th Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

(A) The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on August 5, 2018 at 10 a.m. and ends on August 7, 2018 at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) August 1, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant DAI-ICHI KARKARIA LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- (xxi) Those persons, who have acquired shares and have become Members of the Company after the despatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. August 1, 2018 can view the Notice of the 58th AGM on the Company’s website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedures as mentioned above or by voting at the AGM.
- (xxii) M/s Ragini Chokshi & Co., Practicing Company Secretary, has been appointed as a Scrutinizer to scrutinize the remote e-voting process and voting process at the 58th AGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM.
- The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxiii) The Voting Results along with the Consolidated Scrutinizer’s report shall be placed on the Company’s website www.dai-ichiindia.com and on the website of CDSL within two days from the conclusion of the AGM of the Company and communicated to BSE Ltd.



- 15) In terms of Regulation 26(4) and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) details of Director seeking re-appointment at the 58th Annual General Meeting:

Name	Mr. A. H. Jehangir
Age	61 years
Date of Appointment	19.02.1986
Expertise in Specific function area	More than 30 years of experience in Investment Business
Qualifications	Commerce Graduate
No of shares held in the Company	100 shares (0.00%)
Relationship with Directors & Key Managerial Personnel	Mr. Jehangir is not related to any Directors/ KMP of the Company.
Number of Board Meeting attended during FY 2017-18	5 (five) Board meetings were held and attended during F.Y. 2017-18
Other Directorship in Companies/LLP	i. Cowhill Enterprises LLP ii. Amerado Enterprises LLP iii. Goodearth Enterprises LLP iv. Cannadel Enterprises LLP v. Cowasjee Jehangir Enterprises LLP vi. Wild Flower Enterprises LLP vii. Jehangir Brand Management Pvt. Ltd
Chairman/ Member of the Committees of Boards of other companies	Nil
Terms and conditions of appointment	Non-Executive Director liable to retire by rotation
Details of remuneration	Please refer to the Directors Report and Report on Corporate Governance

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 REGARDING SPECIAL BUSINESS

Item no. 4

The Board, on recommendation of the Audit Committee, has approved the appointment of Mr. Sudhir Govind Jog, Cost Accountant (Membership No. 5599) to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2018 and March 31, 2019, on a remuneration of ₹ 1.20 Lakhs and ₹ 1.40 Lakhs (plus applicable taxes and reimbursement of actual out of pocket expenses) respectively for the aforesaid financial years.

In accordance with the provisions of Sections 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item no. 4 for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018 & March 31, 2019.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai – 400 020.

Place : Mumbai

Date : May 10, 2018

By Order of the Board
For Dai-ichi Karkaria Ltd.

Kavita Thadeshwar
Company Secretary

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Venue: M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai 400 001.



Landmark: Near Jehangir Art Gallery



DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Fifty – Eighth Annual Report together with the audited accounts for the year ended March 31, 2018.

FINANCIAL RESULTS:

(₹ in Lakhs)

Particulars	As on 31st March, 2018	As on 31st March, 2017
Gross Revenue from operations	15,121	13,398
Net Revenue from operations	14,911	12,598
Other Income	354	1,215
Total Income	15,475	14,613
PBDIT	2,098	2,961
Profit before tax	1,637	2,749
Earnings per equity share:		
Basic and Diluted (₹ 10/- each)	16.08	28.03
Book Value of Shares (₹)	186.40	173.93

The Company has adopted “Ind AS” with effect from 1st April 2017. Financial statements for the year ended 31st March, 2017 have been re-stated to conform to Ind AS. Note 3 to the financial statement provides additional information on the transition to Ind AS.

DIVIDEND:

The Directors are pleased to recommend a dividend of ₹ 2.50 per equity share of ₹ 10/- each for the year ended 31st March, 2018. The dividend payout will aggregate to ₹ 186.28 lakhs and the tax on distributable profits payable by the Company would amount to ₹ 38.30 lakhs.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

INDUSTRY STRUCTURE & DEVELOPMENT: OPPORTUNITIES AND THREATS, RISKS AND CONCERNS

Business Environment & Economic Outlook:

The Indian Chemical Industry is ranked 7th globally and is poised to reach \$ 370 billion by 2025.

As Indian companies work their way towards global quality standards, their cost competitiveness in raw material and capital costs make them a force to reckon with in global markets. As these companies focus on quality, safety of the environment and transform as providers of solutions they continue to make their mark on the global stage.

The global chemical industry is expected to grow at a CAGR of 3.9% between 2010 and 2030. However, Asia will grow at a faster pace than Europe and America achieving 64% of the global capacity by 2030. This is due to the effect of lower spending in matured markets together with higher regulatory costs.

Though China will grow at a slower pace, India has a huge potential for growth in the near future.

Speciality Chemicals will continue to be a high growth, high focus area. The Speciality Chemical Industry has the potential to be \$ 150 billion by 2020 - 2025 as demand grows and there is the need for increased market differentiation, to meet the rising expectations of the Indian consumer.

In addition, there are several disruptive technologies that will affect the growth of the Indian Speciality Chemical Market with Digitisation as the major contributor. In addition, innovations like the electric car and focus on solar energy will throw up several new opportunities for the Speciality Chemical Sector.

Digitisation is the enhanced way of operating business by utilising data, analytics and newer technologies. The opportunities that arise out of digital manufacturing will increase productivity between 3 to 9%.

Dai-ichi has embraced digitalisation at every level adopting customised DCS systems in production processes and a CRM system for its sales force. It has used various digital enablers across all its business functions. The entire manufacturing at Dahej is done on e-digitised platform. The supply chain has also been digitised to provide complete transparency. The result will be excellence in operations, more customer centric initiatives and better business model analysis.

The company has also worked on sustainable technology of water and waste water at its new facilities. We have worked with well-known environmental consultants for waste water treatment and reuse of industrial waste water.